

**AMENDMENT OF THE RIGHT-OF-WAY LEASE
FOR THE
TRANS-ALASKA PIPELINE**

ADL 63574

This is an Amendment to Exhibit D Description of the Right-of-Way for Related Facilities of the RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE dated May 3, 1974, ADL 63574, which was recorded in the Valdez Recording District in Book 86 Pages 802 through 908 on May, 15, 1979, hereinafter referred to as AMENDMENT. This AMENDMENT is made and entered into and becomes effective this 5th day of November, 1996 by and between the STATE OF ALASKA located at 411 West 4th Avenue, Suite 2C, Anchorage, Alaska 99501 acting through the Commissioner of Natural Resources hereinafter referred to as COMMISSIONER, and Alyeska Pipeline Service Company as agent for Amerada Hess Pipeline Corporation, ARCO Transportation Alaska, Inc., BP Pipelines (Alaska) Inc., Exxon Pipeline Company, Mobile Alaska Pipeline Company, Phillips Alaska Pipeline Corporation, and Unocal Pipeline Company located at 1835 South Bragaw Street, Mailstop-569, Anchorage, Alaska 99512 hereinafter referred to as LESSEE.

WHEREAS, the LESSEE has applied to amend the existing Right-of-Way Lease ADL 63574 to include additional State of Alaska land within the Valdez Recording District for the purpose of enhancing cathodic protection of underground segments of the TAPS pipeline between pipeline mileposts 790 to 800 by installing a conventional distributed ground bed system within to the Dayville Road right-of-way, managed by the Alaska Department of Transportation and Public Facilities, and the transmission line right-of-way, ADL 80113, issued to the Alaska Energy Authority in the vicinity of pipeline milepost 795.

NOW THEREFORE, the COMMISSIONER and LESSEE agree to amend the RIGHT-OF-WAY FOR THE TRANS-ALASKA PIPELINE, ADL 63574 to include the lands described as.

Township 9 South, Range 6 West, Copper River Meridian, Alaska.
Sections 13 and 14, that portion more fully described as;

Parcel 1A: An approximately fifty foot wide parcel within the Dayville Road right-of-way on the south side of the Dayville Road all lying between the road bed and the utility pole line and between road stations 281 and 300+07.59 as shown on the Alaska Department of Transportation and Public Facilities Right-of-Way Map, Alaska Project S-0863-(1), dated November 27, 1973 and filed as Plat No. 74-8 on October 9, 1974 in the Valdez Recorder's Office, containing approximately 2.18 acres.

Parcel 1B: An approximately fifty foot wide parcel within the Dayville Road right-of-way

on the south side of the Dayville Road all lying between the road bed and the utility pole line and between road stations 300+07.59 and 302 as shown on the Alaska Department of Transportation and Public Facilities Right-of-Way Map, Alaska Project S-0863-(1), dated November 27, 1973 and filed as Plat No. 74-8 on October 9, 1974 in the Valdez Recorder's Office and excluding all lands within U.S Survey 213, containing approximately 0.23 acres.

Parcel 2: An approximately seventy-five foot wide parcel immediately adjacent to the south boundary of Parcel 1A above and running between road stations 294 and 297 as shown on the same plat as for Parcel 1A above, all lying within either the Dayville Road right-of-way or the tract of land labeled as "Portion of Lowe River" which lies adjacent to Lots 3, 4 & 5, Block 2 on the Plat of Valdez Industrial Park, A Subdivision of the E1/2 of USS 212 & All of USS 213, filed in the Valdez Recorder's Office as Plat no. 75-5 on June 20, 1975, containing approximately 0.5 acres.

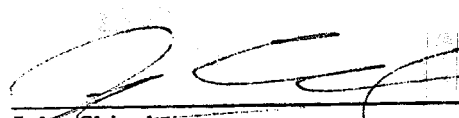
Subject to the Dayville Road right-of-way and the terms of Utility Permit No. 2-191600-96-084, issued by the Department of Transportation and Public Facilities, which are by reference incorporated in this Amendment, and further subject to the transmission line right-of-way, ADL 80113, granted to the Alaska Energy Authority.

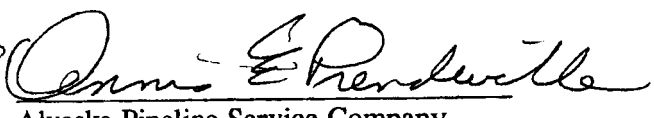
The land described above are incorporated into and made a part of the RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE dated May 3, 1974, ADL 63574. This AMENDMENT shall be consummated after the issuance of the Notice to Proceed, construction and review/acceptance of the as-built survey for the conventional ground bed system, said as-built to be tied to the TAPS pipeline centerline.

IN WITNESS WHEREOF, the COMMISSIONER AND LESSEE have affixed their signature to duplicate originals of this AMENDMENT as of the date first above written.

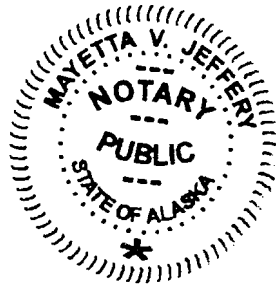
STATE OF ALASKA

LESSEE


John Shively
Commissioner
Department of Natural Resources


Alyeska Pipeline Service Company
Agent for
Amerada Hess Pipeline Corporation
ARCO Transportation Alaska, Inc.
BP Pipelines (Alaska) Inc.
Exxon Pipeline Company
Mobil Alaska Pipeline Company
Phillips Alaska Pipeline Corporation
Unocal Pipeline Company

THIS IS TO CERTIFY that on the 24th day of November, 1996, before me, personally appeared John Shively, the Commissioner of the Department of Natural Resources of the State of Alaska, who executed the foregoing Amendment and acknowledged voluntarily signing the same.



STATE OF ALASKA)
) ss
THIRD JUDICIAL DISTRICT)

THIS IS TO CERTIFY that on the 5th day of November, 1996, before me, personally appeared Dennis Frenderville, who stated that he executed the foregoing document as authorized representing Alyeska Pipeline Service Company as agent for its above-referenced owner companies.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed by official seal,
the day and year in this certificate first above written.

Don A. Osborne
Notary Public in and for the State of Alaska
My Commission expires August 23rd, 2000